

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

December 3, 1999

RECORDATION NO. 13353-B FILED

DEC 3 '99 11-00AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release, dated November 29, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement filed with the Board under Recordation Number 13353-A.

The name and address of the party to the enclosed document are:

Lessor: General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

A description of the railroad equipment covered by the enclosed document is set forth on Annex A attached hereto.

Mr. Vernon A. Williams
December 3, 1999
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

ANNEX A
EQUIPMENT

<u>Description</u>	<u>Amtrak Road Numbers</u>
Amfleet II Coach	25000
Amfleet II Coach	25001
Amfleet II Coach	25002
Amfleet II Coach	25003
Amfleet II Coach	25004
Amfleet II Coach	25005
Amfleet II Coach	25006
Amfleet II Coach	25007
Amfleet II Coach	25008
Amfleet II Coach	25009
Amfleet II Coach	25010
Amfleet II Coach	25011
Amfleet II Coach	25012
Amfleet II Coach	25014
Superliner Sleeper	32000
Superliner Sleeper	32009
Superliner Sleeper	32014
Superliner Sleeper	32017
Superliner Sleeper	32020
Superliner Sleeper	32021
Superliner Sleeper	32026
Superliner Sleeper	32029
Superliner Sleeper	32030
Superliner Sleeper	32032
Superliner Sleeper	32034
Superliner Sleeper	32035
Superliner Sleeper	32036
Superliner Sleeper	32037
Superliner Sleeper	32038
Superliner Sleeper	32039
Superliner Sleeper	32040
Superliner Sleeper	32041
Superliner Sleeper	32042
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Superliner Sleeper	32056
Superliner Sleeper	32057
Superliner Sleeper	32058
Superliner Sleeper	32059
Superliner Sleeper	32060
Superliner Sleeper	32061
Superliner Sleeper	32062
Superliner Sleeper	32063
Superliner Sleeper	32064
Superliner Sleeper	32065
Superliner Sleeper	32066
Superliner Sleeper	32067
Superliner Sleeper	32068
Superliner Sleeper	32069
Superliner Lounge/Café	33000
Superliner Lounge/Café	33001
Superliner Sleeper	33003
Superliner Sleeper	33004
Superliner Lounge/Café	33005
Superliner Lounge/Café	33006
Superliner Lounge/Café	33008
Superliner Lounge/Café	33009
Superliner Lounge	33010
Superliner Lounge	33011
Superliner Lounge/Café	33012
Superliner Lounge	33013
Superliner Lounge	33014
Superliner Lounge/Café	33016
Superliner Lounge/Café	33017
Superliner Lounge/Café	33018
Superliner Lounge	33019
Superliner Lounge/Café	33020
Superliner Lounge/Café	33021
Superliner Lounge/Café	33022
Superliner Lounge/Café	33023
Superliner Lounge/Café	33024
Superliner Diner	38000
Superliner Diner	38001
Superliner Diner	38002
Superliner Diner	38013

Superliner Diner	38014
Superliner Diner	38015
Superliner Diner	38017
Superliner Diner	38019
Superliner Diner	38028
Superliner Diner	38030
Superliner Diner	38034
Superliner Diner	38036
Superliner Diner	38037
Superliner Diner	38038

RECORDATION NO. 13353-B

FILED

TERMINATION AND RELEASE

DEC 3 '99

11-00AM

This TERMINATION AND RELEASE dated November 29 1999 (the "*Termination and Release*") is made by General Electric Company, a New York corporation (the "*Lessor*").

W I T N E S S E T H :

WHEREAS, the Lessor and NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("*Amtrak*"), are parties to that certain Agreement dated as of November 1, 1981 ("*Agreement*"), which Agreement has been filed and recorded on December 14, 1981 at 2:05 p.m. with the Surface Transportation Board and has been assigned recordation No. 13353;

WHEREAS, the Agreement was amended on December 22, 1981 ("*Amendment*"), which Amendment has been filed and recorded on February 2, 1982 at 4:10 p.m. with the Surface Transportation Board and has been assigned recordation No. 13353-A;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Lessor agrees as follows:

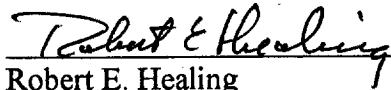
Section 1. Definitions. All terms used and not otherwise defined herein shall have the respective meanings provided in the Agreement.

Section 2. Termination and Release of the Equipment. All right, title and interest of the Lessor in and to the Equipment described on Annex A hereto is hereby terminated and released. Amtrak and Lessor hereby terminate and cancel the Agreement but only with respect to those Units described on Annex A hereto. The Agreement shall remain in full force and effect with respect to all Units not specifically described on Annex A hereto.

Section 3. Further Assurances. The Lessor hereby agrees to execute and deliver to Amtrak and its successors and assigns, at Amtrak's or its successors and assigns' cost and expense, as the case may be, such additional instruments, notices, releases or certificates as Amtrak or its successors and assigns, as the case may be, may reasonably request to effectuate the foregoing provisions of this Termination and Release.

IN WITNESS WHEREOF, the Lessor has caused this Termination and Release to be duly executed by its duly authorized representative as of the day and year first above written.

GENERAL ELECTRIC COMPANY

By: 
Name: Robert E. Healing
Title: Corporate Counsel and Attorney-in-Fact

STATE OF CONNECTICUT)
) ss
COUNTY OF FAIRFIELD)

On this, the 29th day of November, 1999, before me personally appeared Robert E. Healing, to me personally known, who, being by me duly sworn, says that he is Corporate Counsel and Attorney-in-Fact of General Electric Company, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Dolores K. Tillson

Notary Public

DOLORES K. TILLSON
Notary Public
My Commission Exp. June 30, 2001

ANNEX A
EQUIPMENT

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